MARVEL COMICS

AVENGERS®

GUEST-STARRING

the AMAZING SPIDER-MAN®

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BUT NOT FOR LONG!

RYAN / PALMER

INSIDE THE TEMPORARY UNDERGROUND **HEAD-QUARTERS** OF THE **AVENGERS EAST COAST** DIVISION...

...**EDWIN JARVIS**, THE TEAM'S **STAFF CO-ORDINATOR**, DESPERATLEY TRIES FINDING OUT WHAT HAS HAPPENDED TO HIS EMPLOYERS AND FRIENDS.

THIS IS **MOST** UPSETTING!

MASTERS **CAPTAIN AMERICA**, **THOR**, AND **SPIDER-MAN**, ALONG WITH MISTRESS **SERSI**, ROCKETED TOWARD **NEBULA'S** ORBITTING SPACESHIP TO ASSIST **IRON MAN** AND **VISION!**

NOW I CAN'T SEEM TO COMMUNICATE WITH **ANY** OF THEM!

PERHAPS IF I CAN CONTACT YOUNG MASTER **QUASAR**--HIS **LIGHT-SPAWNING** POWERS ARE AS EQUALLY ADEPT IN **SPACE** AS THEY ARE ON EARTH.

OH, MY!

I SEEM TO HAVE FINALLY ACCESSED AN AVENGERS **COMMUNICATIONS SATELLITE** WHICH IS IN THE VICINITY OF THE QUINJET'S HOMING **BEACON!**

BUT--**MY WORD**--NEBULA'S SHIP IS SO **IMMENSE** IN COMPARISON TO OUR CRAFTS!

NEITHER THE **GAPING HOLE** NOR THE HINT OF AN EVEN **LARGER** CRAFT LOOMING IN THE BACKROUND BODES WELL FOR MY LOST COMRADES...

WHERE IS MASTER QUASAR?

WHAT CAN I BE EXPECTED TO DO **ALONE?**

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AS LITTLE AS THE AVENGERS, IT WOULD SEEM, WHEN CONFRONTED BY A BEING OF **UNIMAGINABLE** POWER SUCH AS--

THE STRANGER

WHERE IS NEBULA?!

THE SCENE BEFORE THEM WOULD MAKE THE BLOOD OF A NORMAL PERSON **CHILL**. FOR EARTH'S MIGHTIEST HEROES, IT'S SIMPLY--

BUSINESS AS USUAL

BROUGHT TO YOU IN A VERY **UNUSUAL** MANNER BY:

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THEY STAND SURPRISED, BUT INSTANTLY **READY** FOR **ACTION**! THEY ARE--

SERSI, **ETERNAL** MISTRESS OF MOLECULAR MATTER! THOR, **NORSE GOD OF THUNDER** AND WIELDER OF THE MIGHTY **MJOLNIR**, HAMMER OF AWESOME POWER!

CAPTAIN AMERICA, LIVING LEGEND AND **SUPER-SOLDIER**!

IRON MAN, ENCASED IN A PERFECT ARMORED **FIGHTING MACHINE**.

VISION, **SYNTHEZOID** CONSTRUCT WITH COMPLETE CONTROL OF HIS OWN **DESTINY**.

THE AMAZING SPIDER-MAN, THE **WEB-SPINNING** WONDER WHO IS FEELING **WAY** OUT OF HIS LEAGUE!

STARFOX, THE EXTRA-TERRESTRIAL FROM **TITAN** WITH GREAT **PLEASURE** POWERS AND GREAT **STRENGTH**!

AND CURRENTLY BOUND IN **UN-BREAKABLE** TETHERS ARE NEBULA, CRAZED WORSHIPPER OF DEATH, HER AIDE-DE-CAMP, THE RIGELLIAN **GUNTHAR**... AND TWO OF HER CRONIES, ALL **CAPTURED** MOMENTS AGO...

I WOULD HAVE WORDS WITH THAT MURDEROUS *WITCH!*

HEY, NO PROB-- HERE SHE IS-- TAKE HER-- *PLEASE!*

WIPE AWAY THAT *RIDICULOUS* GRIN, WOMAN!

SNAP

I THOUGHT THOSE THINGS WERE SUPPOSED TO BE *UN-BREAKABLE!*

WHERE *IS* IT, YOU PETTY *THIEF?!*

YOU HAVE VIOLATED THE SANCTITY OF MY *PRIVACY*, WOMAN!

Ohhh... WAS IT GOOD FOR YOU?

Eh??

WHY GET SO *ANGRY*-- WE CAN SHARE IN THE GLORY OF DEATH-- WOULDN'T THAT BE *FUN?*

THE STRANGER DOESN'T KNOW THAT NEBBY WAS ZAPPED BY ONE OF STARFOX'S LOVE TOUCHES!

INDEED, SHE WOULD BE NEARLY USELESS TO HIM IN THIS CONDITION.

THWIPP

WELL, LET ME JUST SWING ON UP AND GET WITHIN SHOUTING DISTANCE OF OL' KAREEM ABDUL EL ALIEN OVER HERE!

YO, STRANGIE! REMEMBER ME? WE SPARRED A FEW ROUNDS ON THE MOON!*

MIKE TYSON VERSUS BILLY BARTY?

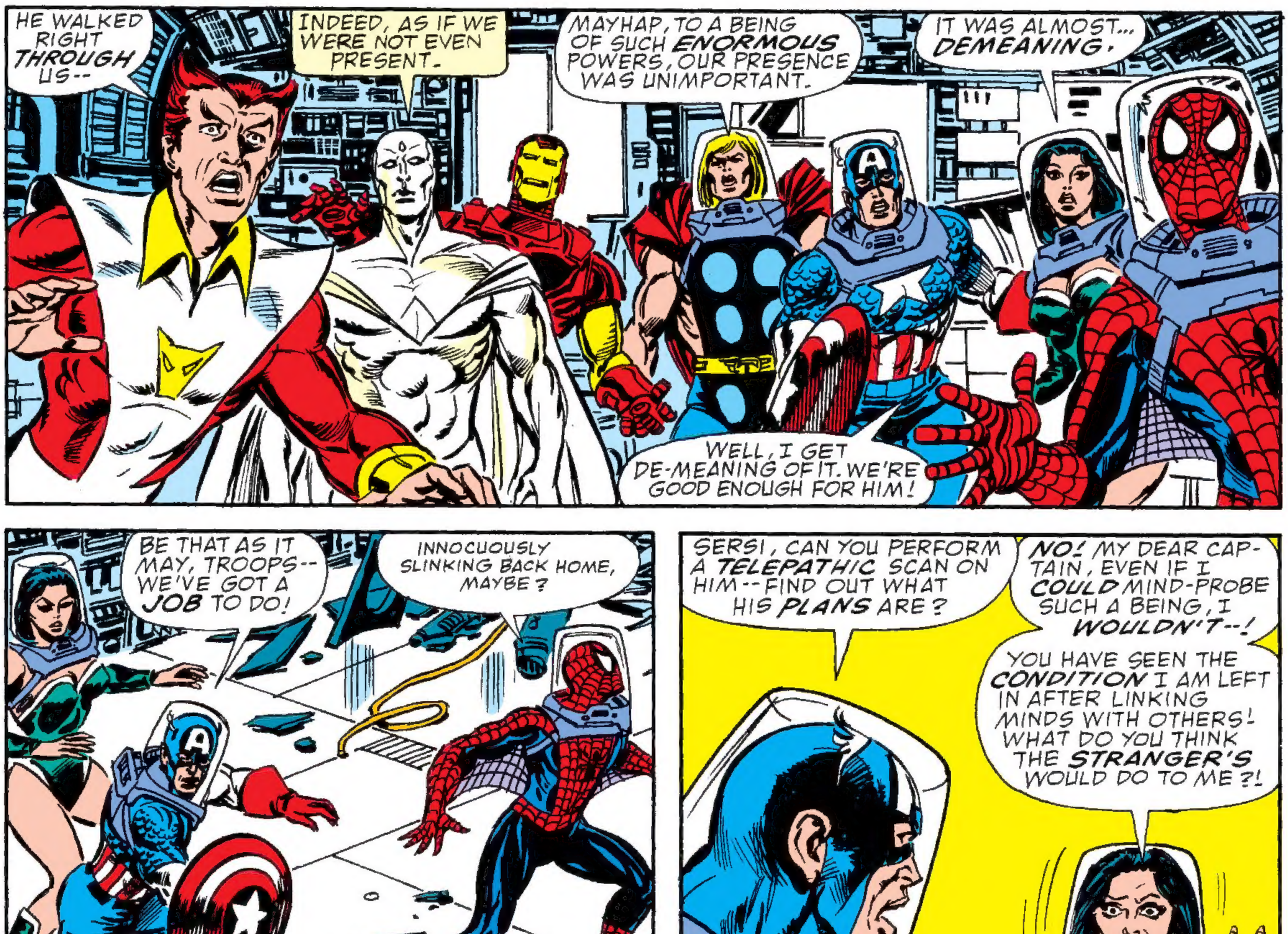
DESPITE YOUR COLLOQUIAL REFERENCES, I REMEMBER.

*WAY BACK IN MARVEL TEAM-UP #55.-- HOWARD

Hmmph.

MUST'VE MADE QUITE AN IMPRESSION ON THE GUY...

LET US CONTINUE THIS, NEBULA, IN AN ENVIRONMENT MORE CONDUCIVE TO CONVERSATION!


HE WALKED RIGHT THROUGH US--
INDEED, AS IF WE WERE NOT EVEN PRESENT.
MAYHAP, TO A BEING OF SUCH ENORMOUS POWERS, OUR PRESENCE WAS UNIMPORTANT.
IT WAS ALMOST... DEMEANING.
WELL, I GET DE-MEANING OF IT. WE'RE GOOD ENOUGH FOR HIM!
BE THAT AS IT MAY, TROOPS-- WE'VE GOT A JOB TO DO!
INNOCUOUSLY SLINKING BACK HOME, MAYBE?
WE HAVE TO FIND OUT WHY THE STRANGER WAS SO INTENT ON GETTING NEBULA!
SERSI, CAN YOU PERFORM A TELEPATHIC SCAN ON HIM--FIND OUT WHAT HIS PLANS ARE?
NO! MY DEAR CAPTAIN, EVEN IF I COULD MIND-PROBE SUCH A BEING, I WOULDN'T--!
YOU HAVE SEEN THE CONDITION I AM LEFT IN AFTER LINKING MINDS WITH OTHERS! WHAT DO YOU THINK THE STRANGER'S WOULD DO TO ME?!
ALL RIGHT THEN, I UNDERSTAND--BUT IF YOU ARE GOING TO BE AN AVENGER, WE'LL SOON HAVE TO GAUGE THE EXTENTS AND LIMITS OF YOUR ABILITIES!
FOR NOW, FOLKS, LET'S DO THIS THE HARD WAY!
WHY DID I KNOW HE WAS GOING TO SAY THAT??

VERILY, THE STRANGER'S ENTRANCE AND EXIT HATH LEFT A CONVENIENT MEANS OF ACCESS TO HIS...

--SHIP?

FASCINATING.

I'M UP FOR HOT DOGS AT NATHAN'S --MY TREAT-- ANYONE WANNA JOIN ME?

Uhm... LISTEN, GUYS, MUCH AS I'D LIKE TO INVADE A SHIP ROUGHLY THE SIZE OF ARGENTINA...

...SHOULDN'T WE RECONSIDER, OR PLAN A COMPREHENSIVE STRATEGY... OR RUN AND HIDE SOMEWHERE?

THIS IS ALL IN A DAY'S WORK, SON-

IF YOU'RE GOING TO BE AN AVENGER, YOU'LL HAVE TO LEARN TO DEAL WITH THE UNEXPECTED!

THOR, FLY THE WEB-SPINNER OVER -- SERSI, YOU TAKE ME-- VISION, SCOUT AHEAD IN YOUR INTANGIBLE STATE!

IRON MAN WILL JOIN US AS SOON AS HE'S DONE SECURING THE HENCHMEN.

OKAY, THE UNEXPECTED I CAN DEAL WITH...

...AS LONG AS I'M EXPECTING IT, THAT IS...

COME, YOUNG SPIDER-MAN.

A GLORIOUS BATTLE AWAITS US!

YEAH? GREAT. LET'S BE FIRST IN LINE!

HEY!

BY ODIN'S BEARD!!

SHVAKK

I-AM-BLOCKADE:.

YOU-ARE-INTERFERING-IN-MATTERS-WHICH-DO-NOT CONCERN-YOU:.

SHIVAK

NONE-SHALL-ENTER-THE-ABODE-OF-THE-STRANGER:.

SHIVAK

YON CONSTRUCT DOTH MOVE AS UNTO A LIVING WALL!

I-AM-BLOCKADE:.

YOU-ARE-INTERFERING-IN-MATTERS-WHICH-

IT'S OBVIOUSLY A PREPROGRAMMED ROBOT OF SOME SORT!

-DO-NOT-CONCERN-YOU:.

NONE-SHALL-ENTER-THE-ABODE-OF-THE-STRANGER:.

HUMANS, I AM CONTACTING YOU THROUGH AN ASTRAL PROJECTION. PLEASE HEED THE WARNINGS OF MY MECHANICAL MINION!

I-AM-BLOCK-ADE:.

WE AREN'T GOING TO LEAVE, STRANGER!

NOT UNTIL WE FIND OUT WHAT IT IS YOU INTEND TO DO WITH NEBULA!

IF IT WILL SPUR A *CESSATION* OF YOUR MEDDLING -- I SHALL TELL YOU -- THE WOMAN *STOLE* FROM ME!

SHE SEEMS TO HAVE A *PENCHANT* FOR THAT- WHAT DID SHE TAKE?

"IT BEGAN ON MY *HOMEWORLD*, A PLANET WHOSE LOCATION I HAD THOUGHT KNOWN *ONLY* TO MYSELF.

"WHEN I WAS INVOLVED *ELSEWHERE* ON MATTERS OF INTER-GALACTIC *INVESTIGATION*...

"THE PAST, THE PRESENT AND FUTURE ALL AT ONCE, *TERRAN*!

"...NEBULA FOUND A WAY TO *PIERCE* MY PLANET'S SECURITY DEFENSES --

"-- SUCCESSFULLY COMPLETING A FEAT WHICH -- FOR A MILLENNIUM -- *HUNDREDS* BEFORE HER HAD BEEN UNABLE TO -- "

I HAVE *INFILTRATED* THE STRANGER'S *STRONGHOLD!*

I HAVE. ACCOMPLISHED WHAT *WHISPERED WORDS* OF FEAR COULD ONLY *IMAGINE!*

IT IS ALL THE *LEGENDS* FORETOLD AND *MORE!*

NO, GUNTHAR, FROM HERE ON IN, *WE* ARE WHAT THE LEGENDS WILL TALK OF!

ASSUMING, OF COURSE, THE STRANGER *IS* OFF-WORLD!

THE RIGELLIAN *TRACKING DEVICE* I HAVE INSTALLED ON OUR SHIP IS ACCURATE WITHIN .0009% CERTAINTY!

THE STRANGER IS ON THE *FAR SIDE* OF THE GALAXY.

EVEN IF HE *WERE* TO DETECT US, WE WILL HAVE COMPLETED OUR MISSION *BEFORE* HE COULD *RETURN!*

EVEN IF HE *DID* RETURN IN TIME, HOW COULD HE *FIND* US?

THIS COMPLEX IS *ENOR-MOUS!*

A *MACHINE* THE SIZE OF A *PLANET!*

AND WHAT WE SEEK IS BUT A *MOTE* IN SIZE WHEN COMPARED TO THE *WHOLE!*

THERE, GUNTHAR!

BEHIND THAT GIGANTIC DOORWAY!

YES, MY MISTRESS!

BUT PERHAPS HASTE IS NOT THE WISEST OF COURSES TO TAKE!

GUNTHAR? YOU DETAIN ME FROM MY APPOINTED DESTINY?

ARE YOU FEELING PARTICULARLY SUICIDAL TODAY?

NOT AT ALL, MISTRESS.

I AM MERELY ATTEMPTING TO POINT OUT THAT WE HAVE ARRIVED AT THE CORE OF THE STRANGER'S PLANET.

AND INSIDE THAT CORE IS WHAT WE SEEK--

--THE MOST POWERFUL WEAPON IN THE MULTIVERSE!

AND SUCH A WEAPON WOULD LOGICALLY BE SECURED QUITE HEAVILY?

VERY WELL THEN, GUN-THAR.

IF A CHALLENGE IT WILL BE FROM OUR MISSING HOST, THEN SO BE IT!

NEBULA IS NOT REGARDED AS THE BEST THIEF IN THE MILKY WAY ON REPUTATION ALONE!

THE SEGMENTATION ON THIS PORTION OF THE WALL SEEMS THE *RIPEST* SPOT FOR ACCESS!

AS YOU SAY.

ALLOW ME TO ADJUST MY *WRIST-BLASTER* FOR A SOMEWHAT MORE *DELICATE* BEAM!

FSSSS

YES, MISTRESS! *YES!* THAT IS THE WAY!

FSSSSS

JUST A *LITTLE* MORE! THE SHIELDS ARE *BREACHED* TO THE *IGNORANCE* OF THE SECURITY NETWORK IN THE WALL.

FSSSSS

CHKLUNK

WE DID IT, MISTRESS!

YES, I DID!

AND TO THE *VICTOR* MUST ALWAYS GO THE *SPOILS!*

THERE IT IS, NEBULA!

BUT IT IS SO *FAR* AWAY!

"I IMAGINE IT MUST'VE TAKEN THEM AT LEAST TWO HOURS OF YOUR EARTH TIME SIMPLY TO *REACH* THE CORE PODIUM.

"THOUGH REACH IT THEY DID.

"*REACH* IT," AND TAKE IT FROM THE *HEART* OF MY *HOME!*"

"TAKE *WHAT*, STRANGIE?"

THE *INFINITY UNION!!*

THAT'S NOTHING LIKE THE *TEAM-STERS*, IS IT?

YOUR HUMOR BELIES YOUR NESCIENCE, TERRAN *FLECK!*

THE INFINITY UNION IS A COMBI-NATION OF *THREE* DEVICES OF SUCH *ENORMOUS* POWER, THAT--

--WHEN COMBINED--HAS THE ABILITY TO CHANNEL *ALL* FORMS OF *AMBIENT ENERGY* INTO THE *USER!*

IN THE *WRONG* HANDS--AND NEBULA'S *MOST ASSUREDLY* ARE THE WRONG ONES--IT COULD MEAN THE *END* OF THE *UNIVERSE!*

WAIT, *THAT* OL' TRICK AGAIN?

THIS FEELS LIKE AN EPISODE OF *GILLIGAN'S ISLAND* I'VE SEEN A *DOZEN* TIMES!

YOU'RE JESTING IS MISPLACED, SPIDER-MAN. WE PLAY A GAME OF *GODS* NOW, *NOT* MORTALS!

MEANWHILE, BACK ON NEBULA'S SPACE-ARK, IRON MAN HAS FINISHED INTERROGATING A VERY COMPLIANT RIGELLIAN CAPTIVE...

THE INFINITY UNION, Eh?

SO IT DOES!

IT SOUNDS NOT UNLIKE THE ULTIMATE NULLIFIER --THE LEGENDARY DEVICE OF GALACTUS THE WORLD-EATER!

BUT WHAT DOES NEBULA WANT WITH SUCH A WEAPON, GUNTHAR?

WHAT SHE HAS ALWAYS WANTED, EARTHLING--

--ULTIMATE POWER--

--AND THE ATTAINMENT OF HER GOAL, THE CHANCE TO CREATE ULTIMATE ENTROPY-- THE DEATH OF ALL THERE IS!

THAT'S INSANE! IT WOULD WIPE HER OUT, TOO!

THAT IS NOT MY CONCERN-- I ONLY SERVE MY MISTRESS IN BEING THE SOLE PLAYER IN THIS DEADLY GAMBIT!

IF ANY OTHER THAN NEBULA TOUCHES THE DEVICE, IT WILL ANNIHILATE THIS ENTIRE SECTOR OF SPACE!

THIS IS RIDICULOUS!

I'M GETTING TIRED OF THESE INTERGALACTIC MADMEN!

FINISH SECURING THE PRISONERS, EROS--

--I HAVE TO WARN THE REST OF THE AVENGERS!

MEANWHILE, IN THE MEDICAL-SCIENCE SECTION OF THE STRANGER'S CONTINENT-SIZED SPACESHIP...

MOST ANNOYING.

THE SYNAPTIC BLOCKING POWER THE TITANIAN EMPLOYED ON HER HAS NOT WORN OFF.

THE LONGER IT TAKES, THE GREATER THE DANGER!

THE INFINITY UNION MUST BE REMANDED INTO MY SAFE CUSTODY!

THOUGH I CANNOT DISCERN ITS LOCATION FROM NEBULA, I CAN CERTAINLY GUESS HER INTENTIONS FOR ITS USE!

THE RECENT UNIVERSE-WIDE SPASMS WERE A RESULT OF NEBULA'S INSANE QUEST FOR POWER!

THOUGH SHE WAS UNSUCCESSFUL IN THAT VENTURE, SURELY SHE REALIZES THAT THE POWER NECESSARY TO EVEN TEMPORARILY ERADICATE THE UNIVERSE...

...WOULD HAVE BEEN ABSORBED BY THE INFINITY UNION!

AND THAT BEING THE CASE, IT IS *MORE* IMPERATIVE THAN EVER THAT THE DEVICE BE *FOUND!*

SHOULD SOMEONE ACCIDENTALLY *UNLEASH* THE STORED ENERGIES OF *SEVERAL* UNIVERSAL SPASMS--!

THE THOUGHT ALONE IS ALMOST... *FRIGHTENING!*

EVEN AN *ASTRAL PROBE* OF EVERY DUST-BEGOTTEN CORNER OF THE WITCH'S SHIP REVEALS *NOTHING* TO ME!

PERHAPS THAT *ABSENCE* ALONE IS A SIGN OF ITS VERY *PRESENCE!*

I MUST *INCREASE* THE LEVEL OF MY PSYCHIC PROBING...

AAA!!

SPIDER-SENSE FLARING LIKE *CRAZY!!*

'TIS THE *STRANGER*-- HIS PROBE WEIGHS HEAVILY UPON MY MIND!

HE'LL STOP AT *NOTHING*-- TO FIND-- THAT-- DOOMSDAY DEVICE!

ENOUGH IS ENOUGH!

ANYTHING THAT IS WANTED *THAT* BADLY BY PEOPLE LIKE NEBULA AND THE STRANGER SHOULDN'T BE HAD BY *EITHER* OF THEM!

IT'S *OUR* RESPONSIBILITY TO FIND THIS INFINITY UNION BEFORE THEY DO--AND ONCE WE FIND IT--*DESTROY IT FOREVER!*

CAP'S ABSOLUTELY *RIGHT!*

STARFOX AND I HAVE LEARNED SOMETHING ELSE ABOUT THE DEVICE FROM GUNTHAR!

SPEAK THY MIND, ARMORED ONE!

THE RIGELLIAN HAS TURNED THE INFINITY UNION INTO A BOOBY-TRAPPED *DOOMSDAY DEVICE!*

IF *ANYONE* OTHER THAN NEBULA TOUCHES THE WEAPON, IT'LL LIGHT UP LIKE *HIROSHIMA* TO THE TENTH POWER!

THEN OUR COURSE IS CLEAR, FOLKS.

FAN OUT!!

SEARCH EVERYWHERE! FIND THE DEVICE! *BUT DON'T TOUCH IT!!*

SURE IS ONE HECKUVA WAY TO SPEND MY FIRST *HOUR* AS AN AVENGER!

THE *REALLY* SCARY THING IS THAT THESE GUYS PLAY FOR KEEPS *EACH* AND *EVERY* DAY!

YOUR FRIENDLY NEIGHBORHOOD SPIDER-MAN IS A LITTLE MORE USED TO YOUR *COMMON* TYPE OF THUGS.

LIKE *DOC OCK* OR *HOBGOBLIN*, OR GEEZ, EVEN *LEAP FROG!*

THWIP

SAVING THE PLANET AS AN APPETIZER, THEN THE UNIVERSE AS A MAIN COURSE IS A *LITTLE* OUT OF MY LEAGUE!

WELL, THEY SAY THE *CREAM* RISES TO THE *TOP* SO MAYBE IT'S TIME TO *CURDLE UP* AND HIDE!

YOW!!

SPIDER-SENSE GOING OFF LIKE MY BRAIN'S IN A CUISINART!

IT SEEMS TO BE CENTERED RIGHT AROUND--

OW.

--HERE!

IT'S KIND OF LIKE A DOOR... I GUESS. NO DOORKNOB..?

NAH. WOULDN'T FIGURE, WOULD IT?

WAIT A MINUTE--HOW ABOUT THIS HANDLE HERE?

WHY DO I GET THE FEELING I'M IN A GEORGE LUCAS VERSION OF A LOONY TOONS CARTOON?

PULL THIS LEVER AND KA-BOOM!!

CHUNK

OKAY. NO "KA-BOOM!!".

NOW'S A GOOD TIME TO BE WISHING FOR THOSE COSMIC POWERS I HAD TO COME BACK, Eh?

WELL, IF THE SCIENTIFIC APPROACH WON'T WORK--

SHRYANK

THERE'S A CERTAIN *PRIMAL* THRILL TO IT, I GOTTA ADMIT!

JACKPOT-

THAT'S WHAT EVERYONE'S BEEN AFTER?

DOESN'T LOOK ANYMORE DANGEROUS THEN VCR INSTRUCTIONS IN JAPANESE!

CAP *DID* SAY NOT TO TOUCH THE THING...

...BUT MY SPIDER-SENSE IS GIVING ME ONE *KILLER*...

...AND IF I WAIT *TOO* LONG, THE STRANGER OR NEBBY MIGHT STUMBLE IN--AND HOW DO I KEEP *THEM* FROM GETTING IT?

SO IF I SORT OF HOOK A *WEB-STRING* ONTO IT AND KIND OF *DRAG* IT BACK--

--WHAT'S THE *WORST* THAT'S GOING TO HAPPEN?

SHEEKAK

YAAARGHH!

FWUSH

MANHATTAN, QUASAR MAKES A RAPID DESCENT INTO THE ON-GOING AVENGERS MANSION CONSTRUCTION SITE...

Hmm... NOT AS MUCH HAS BEEN DONE AS I WOULD HAVE EXPECTED.

MAYBE THE OTHERS HAVE BEEN TOO BUSY TO KEEP ON TOP OF THE WORK CREWS.

I KNOW I CERTAINLY HAVE.

BETWEEN THE OMNIVORE, THEN DR. MINERVA AND THE KREE--

--I HAVEN'T HAD MUCH TIME TO EVEN BE A PART-TIME AVENGER--

--MUCH LESS THE CORE MEMBER I'M SUPPOSED TO BE!

Hmm.., LOOKS EMPTY.

HELLO!

CAPTAIN AMERICA? JARVIS?

ANYONE?

LET'S ACTIVATE THE COMPUTER IDENTIFICATION SCANNER AND SEE IF THERE'S ANYONE HERE.

ACCORDING TO THE SENSOR LOCATORS, NONE OF THE *AVENGERS* IS PRESENT--

SOMEONE'S IN THE ADJOINING COMMUNICATIONS ROOM, THOUGH...

JARVIS?!

DIDN'T YOU HEAR ME CALL YOU?

MASTER QUASAR! THANK *HEAVENS* YOU'RE HERE!

I AM SORRY, SIR, BUT ALL MY ATTENTIONS HAVE BEEN DEVOTED TO OUR LONG RANGE SATELLITE MONITORS--

WHAT'S HAPPENING?

THE AVENGERS WENT INTO SPACE IN SEARCH OF THE INTER-GALACTIC THIEF, *NEBULA*--

--ANOTHER, FAR GREATER PRESENCE SEEMS TO HAVE INTERDICTED.

I *FEAR* FOR THEIR WELFARE, SIR.

LET'S SEE WHAT WE HAVE --

-- HERE.

OH, DEAR LORD-- SHE'S--

SHEEKAK

TO BE CONCLUDED!

ZONE